

State of Idaho

Department of State

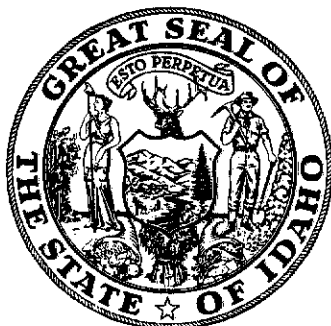
CERTIFICATE OF AUTHORITY OF

HEALTH SYSTEMS OF AMERICA INTERNATIONAL, INC.
File number C 111422

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HEALTH SYSTEMS OF AMERICA INTERNATIONAL, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to HEALTH SYSTEMS OF AMERICA INTERNATIONAL, INC. to transact business in this State under the name HEALTH SYSTEMS OF AMERICA INTERNATIONAL, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: July 21, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Mrs. Sikel*

APPLICATION FOR CERTIFICATE OF AUTHORITY

JUL 3 10 17 AM '95 (Profit Corporation) JUL 21 10 44 AM '95

SECRETARY OF STATE
STATE OF IDAHO

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of Idaho
Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Health Systems of America International, Inc.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is March 3, 1995 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 4525 E. Ginger Creek Rd., Meridian, Idaho 83642

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continue on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE

7/3/95 9:00:00 AM
Customer # 19905
IVC96000511 16384

CORP CERT AUTHORITY PROFIT

CORPORATION BURN CHARGE
1 @ 20.00 = 20.00

ACA593

File Two Copies along with a Certificate
of Corporate Status or Existence

Fee: \$100 if typed with no attachments
\$120 if not type or if attachments are included

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: April 03, 1995

Health Systems of America International, Inc.

(Corporation Name)

By

Robert E. Scoville Its President/Vice President (please specify)

and

Charles H. Peterson Its Secretary/Assistant Secretary (please specify)

STATE OF _____) ss:

COUNTY OF _____)

I, Gary L. Montgomery, a notary public, do hereby certify that on this 3 day of April, 19 95, personally appeared before me Robert E. Scoville, who being by me first duly sworn, declared that (s)he is the President of _____

Health Systems of America International, Inc.

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.

Gary L. Montgomery
Notary Public

Ada County

Appendix to
Application for Certificate of Authority

Officers & Directors of
Health Systems of America International, Inc.

1. Robert E. Scoville, President & Director
IntelliSys, Inc.
4525 E. Ginger Creek Road
Meridian, Idaho 83642
2. Charles H. Peterson, Secretary, Treasurer & Director
8407 River Road Terrace
Bethesda, Maryland 20827
3. Dr. Robert S. Conte
Managed Healthcare, Inc.
50 Briar Hollow, Suite 500
Houston, Texas 77027
4. Brian L. Harcourt
Racom Systems
6080 Greenwood Plaza Road
Englewood, Colorado 80111

Office of the Secretary of State

JUL 3 10 17 AM '95
SECRETARY OF STATE
STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTH SYSTEMS OF AMERICA INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2484056 8300

950145134

AUTHENTICATION:

7557140

DATE:

06-28-95

JUL 21 10 27 AM '95
SECRETARY OF STATE
STATE OF IDAHO

CONSENT TO USE OF NAME

Health Systems of America, Inc., a corporation
organized under the laws of the State of Idaho, hereby
consents to the organization-qualification of Health Systems of America
International, Inc.
in the State of Idaho.

IN WITNESS WHEREOF, the said Health Systems of America, Inc.
_____ has caused this consent to be executed by its _____ president
and attested under its corporate seal by its _____ secretary, this 12th day of
July 19 95.

Health Systems of America

By _____

President

Attest:

Secretary

(SEAL)